

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

UNITED STATES LIABILITY  
INSURANCE CO., INC., AS INSURER OF  
ADMINASERVICE, INC.,

Plaintiff,

v.

ADVANTIUS, INC., NEAL BERGSTROM,  
ROBERT STEVENS, CHARLES CAMBRA  
III, JONATHAN K. DRIGGS, AND  
WORKFORCE SOLUTIONS, INC.,

Defendants.

Civil No. 0411824 PBS

**MOTION TO DISMISS AND ALTERNATIVE MOTION TO TRANSFER VENUE OF  
DEFENDANTS CHARLES CAMBRA III, JONATHAN K. DRIGGS, AND  
WORKFORCE SOLUTIONS, INC.**

Appearing specially and without consenting to jurisdiction in this Court, defendants Workforce Solutions, Inc., (“Workforce”), Charles Cambra III, and Jonathan K. Driggs (collectively the “Workforce Defendants”) hereby move this Court for an Order dismissing plaintiff’s claims against the Workforce Defendants pursuant to Fed. R. Civ. P. 12(b)(2) and (6). In the alternative, the Workforce Defendants move this Court for an Order transferring venue to the District of Utah pursuant to 28 U.S.C. § 1404(a).

Dismissal is appropriate for several reasons. First, the plaintiff’s claims against Cambra and Driggs should be dismissed for lack of personal jurisdiction. The claims do not arise from transactions that Cambra or Driggs were involved in within the Commonwealth, and there is no

evidence of minimum contacts with the Commonwealth or purposeful availment to the Commonwealth, its benefits or protections. Second, the Workforce Defendants should be dismissed for failure to state a claim, because the Workforce Defendants had no involvement in the wrongdoing alleged in the complaint. Third, the claims against Workforce should be dismissed because Workforce is not an alter ego or successor of defendant Advantius, Inc., (“Advantius”), which is the alleged wrongdoer in this action. Fourth, the plaintiff’s claims to economic losses are barred, in any event, by the economic loss rule.

Although dismissal as to all counts of the complaint is warranted, any surviving claim against one or more of the Workforce Defendants should be transferred to the District of Utah, because virtually all of the witnesses in this case are located in Utah.

This motion is supported by the accompanying memorandum of points and authorities and affidavits of Charles Cambra III and Jonathan K. Driggs.

Respectfully submitted,

CHARLES CAMBRA III, JONATHAN K.  
DRIGGS, AND WORKFORCE SOLUTIONS,  
INC.

By their attorneys,

DATED: November 24, 2004

  /s\    
Edward V. Colbert, III (BBO # 566187)  
P. Andy Henderson, Jr. (BBO # 655891)  
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CERTIFICATION UNDER LOCAL RULE 7.1

I, Edward V. Colbert III, hereby certify that I conferred with counsel for the plaintiff on November 23, 2004, in a good faith attempt to resolve or narrow this issue.

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/s/  
Edward V. Colbert III

**CERTIFICATE OF SERVICE**

I, Edward V. Colbert, III, hereby certify that on November 24, 2004, I served a true copy of the foregoing pleading upon all parties hereto properly addressed to:

**Ellen Rappaport Tanowitz  
Fitzhugh, Parker & Alvaro LLP  
155 Federal Street  
Suite 1700  
Boston, MA 02110-1727**

/s/

Edward V. Colbert, III